

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

**IN RE FACEBOOK, INC., IPO SECURITIES : MDL No. 12-2389-RWS
AND DERIVATIVE LITIGATION :**

BRIAN D. WOMAC,

Plaintiff,

v.

**NASDAQ OMX GROUP, INC. and THE
NASDAQ STOCK MARKET LLC,**

Defendants.

: Civil Action No. 13-01999-RWS

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STIPULATION AND [PROPOSED] ORDER TO STAY PROCEEDINGS

Plaintiff, Brian D. Womac, and Defendants, The NASDAQ OMX Group, Inc., and The NASDAQ Stock Market LLC (collectively, "NASDAQ"), by their undersigned counsel, hereby stipulate and agree as follows:

1. This action is one of seventeen actions filed against NASDAQ relating to the initial public offering of Facebook, Inc. common stock that are coordinated and/or consolidated pursuant this Court's Memorandum Opinion and Order of December 6, 2012. (MDL No. 12-2389, Dkt. No. 52).

2. On April 30, 2013, lead plaintiffs in the consolidated class actions against NASDAQ (with which this action is coordinated but not consolidated) filed their Consolidated Amended Class Action Complaint. (MDL No. 12-2389, Dkt. No. 95) ("Consolidated Class Action Complaint").

3. On July 2, 2013, NASDAQ filed a motion to dismiss the Consolidated Class Action Complaint. (MDL No. 12-2389, Dkt. No. 126.) By Order entered December 12, 2013, this Court granted in part and denied in part NASDAQ's motion. (MDL No. 12-2389, Dkt. No. 171.) On February 14, 2014, NASDAQ filed a timely notice of appeal of the Court's Order of December 12, 2013. (MDL No. 12-2389, Dkt. No. 207.) NASDAQ's appeal is currently pending. (No. 14-457 (2d Cir. filed Feb. 18, 2014).) By Order entered August 26, 2014, the Court denied lead plaintiffs' request for discovery pending appeal. (MDL No. 12-2389, Dkt. No. 250.)

4. In view of the fact that the plaintiff's complaint in this action assert claims similar to the claims asserted in the Consolidated Class Action Complaint, the parties to this action agree that this action should not proceed before the resolution of NASDAQ's pending appeal of the Court's Order of December 12, 2013 in the Consolidated Class Action.

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, subject to this Court's approval, that this action be stayed pending resolution of NASDAQ's appeal of this Court's Order of December 12, 2013 granting in part and denying in part NASDAQ's Motion to Dismiss the Consolidated Class Action Complaint. Upon issuance of the mandate from the Court of Appeals, the parties will confer further on how this case should proceed in view of the Court of Appeals decision.

Dated: February 11, 2015

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*Attorneys for Defendants,
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The NASDAQ Stock Market LLC*

APPROVED BY THE COURT AND
SO ORDERED THIS 12 DAY OF
February, 2015:

Robert W. Sweet
Robert W. Sweet, J.

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